AMENDMENT OF SOLICITATION/MODIFICATION OF COM			RACT	1. Contract ID Code Cost-Plus-Fixed-Fee		Page 1 Of 6
2. Amendment/Modification No.	3. Effective Date	4. Requisition/Purc	hase Req	-		(If applicable)
P00028	2004OCT18	SEE SCH	EDULE			
6. Issued By	Code W56HZV	7. Administered By	(If other	than Item 6)		Code S2101A
TACOM WARREN		DCMA MARYLAN	D			
AMSTA-AQ-AHLB		217 EAST RED	WOOD ST	Γ		
THOMAS MICHELIN (586)574-7112 WARREN, MICHIGAN 48397-5000		SUITE 1800 BALTIMORE, M	ב 21202 ת	-5299		
HTTP://CONTRACTING.TACOM.ARMY.MIL		DALITHORE, N	D 21202	3233		
EMAIL: MICHELIT@TACOM.ARMY.MIL			CD c	PAS NONE	A DD 1	PT 1100220
8. Name And Address Of Contractor (No., Stre	et. City. County. State and		CD C		ADP I	PT HQ0338
	en, eng, evalley, state and	21 p 00 u 0)		>1 2 0	01 50	
Z SYSTEMS CORP. 9500 ARENA DRIVE						
SUITE 220				9B. Dated (See	Item 11)	
LARGO, MD. 20774-3707				10A Modificat	tion Of Contract	t/Order No
			X	TOA. WIOUIIICA	ion or contract	VOIGET NO.
mype puginegg, goall pinadaantaaad	Duringer Daufarmine is	- 11 0		DAAE07-00-C-	M021	
TYPE BUSINESS: Small Disadvantaged	business Periorming in	1 0.5.	4	10B. Dated (Se	e Item 13)	
Code ^{1BHV9} Facility Code				2000MAY12		
11. T	HIS ITEM ONLY APPLI	ES TO AMENDMEN	TS OF S	OLICITATION	S	
The above numbered solicitation is amend	led as set forth in item 14.	The hour and date sp	pecified fo	or receipt of Off	fers	
is extended, is not extended.						
Offers must acknowledge receipt of this amo						
(a) By completing items 8 and 15, and return offer submitted; or (c) By separate letter or						dment on each copy of the URE OF YOUR
ACKNOWLEDGMENT TO BE RECEIVED	D AT THE PLACE DESIG	SNATED FOR THE I	RECEIPT	OF OFFERS P	PRIOR TO THE	E HOUR AND DATE
SPECIFIED MAY RESULT IN REJECTION						
change may be made by telegram or letter, propering hour and date specified.	provided each telegram or	ietter makes referenc	e to the so	oncitation and the	nis amendment,	and is received prior to the
12. Accounting And Appropriation Data (If reachers: AV NET INCREASE: \$219,138.00	quired)					
ACRN: AY NET INCREASE: \$219,138.00						
13. THIS	ITEM ONLY APPLIES T	O MODIFICATION	S OF CO	NTRACTS/ORI	DERS	
KIND MOD CODE: 6	It Modifies The Contra	act/Order No. As Desc	cribed In	Item 14.		
A. This Change Order is Issued Pursua The Contract/Order No. In Item 10				The Ch	anges Set Forth	In Item 14 Are Made In
The Contract/Order No. In Item 10A. B. The Above Numbered Contract/Order Is Modified To Reflect The Administrative Changes (such as changes in paying office, appropriation data, etc.)						
Set Forth In Item 14, Pursuant To T	The Authority of FAR 43.10	03(b).				
C. This Supplemental Agreement Is Entered Into Pursuant To Authority Of:						
D. Other (Specify type of modification a	and authority) Exercise	Option				
E. IMPORTANT: Contractor X is not,	is required to sign	this document and r	eturn	c	opies to the Issu	ing Office.
14. Description Of Amendment/Modification (Organized by UCF section	headings, including s	olicitation	n/contract subje	ct matter where	e feasible.)
SEE SECOND PAGE FOR DESCRIPTION						
SEE SECOND PAGE FOR DESCRIPTION						
Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force						
and effect.	or me accument refer				,	
15A. Name And Title Of Signer (Type or print				Of Contracting	Officer (Type or	r print)
		VITO ZUCCA ZUCCAROV@1		MY.MIL (586)5	74-7076	
15B. Contractor/Offeror	15C. Date Signed				2 1 2	16C. Date Signed
(C)	_	By		/SIGNED/	\cc\	2004OCT18
(Signature of person authorized to sign) NSN 7540-01-152-8070		30-105-02	диасиге 0	f Contracting C		ORM 30 (REV. 10-83)

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-00-C-M021

MOD/AMD P00028

Page 2 of 6

Name of Offeror or Contractor: Z SYSTEMS CORP.

SECTION A - SUPPLEMENTAL INFORMATION

CONTRACT: DAAE07-00-C-M021

MODIFICATION: P00028 (TPF for M88A2 HERCULES Vehicle System)

PROGRAM: TOTAL PACKAGE FIELDING (TPF) Bradley, Combat Systems Logistics Division, M113, M88, M9ACE, & PM Bridging

- 1. This document is contract modification P00028 to contract DAAE07-00-C-M021. The purpose of the contractual action is to exercise an option for an additional 4,792 hours of Total Package Fielding (TPF) support for the M88A2 HERCULES Vehicle System, pursuant to Special Provision H-18. In addition, this contractual action extends the Period of Performance for M113 TPF services under CLIN 0002AF and outlined in Work Directive M113 FOV 01-00, Revision 3 to 31 December 2004 at no cost to either party.
- 2. This contract modification impacts the contract amount. For funding, administrative and page substitution purposes, this modification follows prior modification P00027. This modification increases the funding for CLIN 0003 and increases the total contract amount by \$219,138.00 from the prior amount of \$7,566,201.42 to a new total of \$7,785,339.42. The allocation of this funding increase is as follows:

	<u>Prior</u>	This Change	<u>Total</u>
Estimated Cost	\$7,139,461.86	\$ 206,727.00	\$7,346,188.86
Fixed Fee	\$ <u>426,739.56</u>	\$ <u>12,411.00</u>	\$ <u>439,150.56</u>
Cost Plus Fixed Fee	\$7,566,201.42	\$ 219,138.00	\$7,785,339.42

- 3. This modification acquires an additional 4,792 man-hours of support to accomplish Total Package Fielding (TPF) support efforts for the M88A2 HERCULES Vehicle System.
- 4. This modification serves as written notice pursuant to Special Provision H-18, that the Government is acquiring 4,792 man-hours of Total Package Fielding Support. These hours are being acquired under the following SubCLIN:

 SubCLIN
 Prior
 This Change
 Total

 0003AE
 0
 4,792
 4,792

- 5. Special Provisions B-4-1 and H.18 allow the Government to add man hours provided:
 - a. Such hours do not exceed a cumulative maximum of 36,000.
 - b. The hourly cost and fixed fee is appropriate to the estimated cost and fixed fee(s) established for the entire 118,000 man hours.
 - c. The option is exercised prior to 18 Oct 2005.
- 6. This action is exercising the following option for 4,792 hours, at \$45.73 per hour. Based on contractor input, the estimated costs associated with this contractual action will be at the negotiated rate of \$45.73 (\$43.14 estimated cost and \$2.59 fixed fee). This modification obligates a total of \$219,138.00 based on the following:

a. Estimated Cost 4,792 hours x \$43.14 = \$ 206,727.00 b. Fixed Fee 4,792 hours x \$ 2.59 = \$ 12,411.00 c. CPFF \$ 219,138.00 d. TOTAL \$ 219,138.00

- 7. This contract modification also extends the Period of Performance for M113 TPF services under CLIN 0002AF and outlined in Work Directive M113 FOV 01-00, Revision 3 to 31 December 2004 at no cost to either party.
- 8. The parties to this agreement acknowledge that the contract is changed as set forth below:
 - a. Revision of Paragraph H-18 and addition of new SubCLIN 0003AE to reflect the updated data and additional funding resulting from this action.
 - b. Revision of Section B, CLIN 0002AF to reflect the extension of the Period of Performance for M113 TPF services to 31 December 2004 at no cost to either party.
 - c. Section G is revised to add the appropriation and administrative data for these actions.
- 9. Except as provided herein, all other terms and or conditions of this contract shall remain unchanged and in full force and effect.

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-00-C-M021 MOD/AMD P00028

Page 3 of 6

Name of Offeror or Contractor: Z SYSTEMS CORP

	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
	SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS				
0002AF	SERVICES LINE ITEM				\$ 434,094.00
	NOUN: M113 TPF ADMIN SUPPORT PRON: 7228C27372 PRON AMD: 02 ACRN: AV AMS CD: 31200496011				
	TOTAL PACKAGE FIELDING FOR M113 VEHICLES INCLUDING COSTS FOR MATERIALS AND TRAVEL			Estimated Cost: Fixed Cost: CPFF:	\$409,500.00 \$ 24,594.00 \$434,094.00
	NOUN: CONTRACTOR SHALL FURNISH ALL THE SUPPLIES AND SERVICES TO ACCOMPLISH THE TASK SPECIFIED IN SECTION C "SCOPE OF WORK", AND AS AMENDED.				
	LEVEL OF EFFORT 14,560 HOURS (OPTION TIME PERIOD) 12 TO 24 MONTHS AFTER ORIGINAL AWARD				
	REFERENCE CONTRACT CLAUSE H-17				
	PRIOR M113 OPTION HOURS 67,137				
	OPTION HOURS THIS ACTION (9,877)				
	TOTAL M113 OPTION HOURS REMAINING 57,260				
	Modification P00021: 9,877 Hrs X \$43.95 \$434,094.00				
	TOTAL ESTIMATED COST: \$409,500.00 FIXED FEE: \$24,594.00 TOTAL COST: \$434,094.00				
	Modification P00028 extends the Period of Performance for M113 TPF services on this CLIN to 31 December 2004				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Destination ACCEPTANCE: Destination				
	Deliveries or Performance DLVR SCH PERF COMPL _REL CD QUANTITY DATE 001 0 31-DEC-2004				
	\$ 434,094.00				

Reference No. of Document Being Continued PIIN/SIIN DAAE07-00-C-M021

MOD/AMD P00028

Page 4 of 6

Name of Offeror or Contractor: Z SYSTEMS CORP.

ITEM NO	SUPPLIES/SERVICES	QUANTITY	UNIT	UNIT PRICE	AMOUNT
0003AE	SERVICES LINE ITEM				\$ 219,138.0
	NOUN: TPF SUPPORT M88A2 PRON: P136L0522T PRON AMD: 01 ACRN: AY AMS CD: 31203700016				
	TOTAL PACKAGE FIELDING FOR M88 HERCULES INCLUDING COSTS FOR MATERIAL AND TRAVEL			Estimated Cost: Fixed Fee: CPFF:	\$206,727.50 \$ 12,411.50 \$219,138.00
	NOUN: CONTRACTOR SHALL FURNISH ALL THE SUPPLIES AND SERVICES TO ACCOMPLISH THE TASK SPECIFIED IN SECTION C "SCOPE OF WORK", AND AS AMENDED.				
	LEVEL OF EFFORT: 4,792 HOURS (OPTION TIME PERIOD) 06 OCTOBER 2004 - 17 SEPTEMBER 2005 49 TO 60 MONTHS AFTER ORIGINAL AWARD				
	REFERENCE CONTRACT CLAUSE H-18				
	PRIOR M88 OPTION HOURS REMAINING 22,984 OPTION HOURS THIS ACTION (4,792) TOTAL M88 OPTION HOURS REMAINING 18,192				
	Modification P00028: 4,792 HOURS X \$45.73 \$219,138.00				
	TOTAL ESTIMATED COST \$206,727.50 FIXED FEE \$ 12,411.50 TOTAL COST \$219,138.00				
	(End of narrative B001)				
	Inspection and Acceptance INSPECTION: Destination ACCEPTANCE: Destination				
	Deliveries or Performance DLVR SCH PERF COMPL REL CD QUANTITY DATE 001 0 17-SEP-2005				
	\$ 219,138.00				

CONTINUATION SHEET	Reference No. of Document Being	Page 5 of 6	
CONTINUATION SHEET	PHN/SHN DAAE07-00-C-M021	MOD/AMD P00028	
Name of Offeror or Contractor: Z SYSTEMS O	ORP.		

SECTION G - CONTRACT ADMINISTRATION DATA

PRON/

 LINE
 AMS CD/
 OBLG STAT/
 INCREASE/DECREASE
 CUMULATIVE

 ITEM
 MIPR
 ACRN
 JOB ORD NO
 PRIOR AMOUNT
 AMOUNT
 AMOUNT

 0003AE
 P136L0522T
 AY
 1
 \$
 0.00 \$
 219,138.00
 \$
 219,138.00

31203700016 3ZCRFV

A13P30161C2T

NET CHANGE \$ 219,138.00

 SERVICE
 NET CHANGE
 ACCOUNTING
 INCREASE/DECREASE

 NAME
 BY ACRN
 ACCOUNTING CLASSIFICATION
 STATION
 AMOUNT

 Army
 AY
 21
 32033000031C1055P31203731E9
 \$2011336L052
 W56HZV
 \$219,138.00

NET CHANGE \$ 219,138.00

 PRIOR AMOUNT
 INCREASE/DECREASE
 CUMULATIVE

 OF AWARD
 AMOUNT
 OBLIG AMT

 NET CHANGE FOR AWARD:
 \$ 7,566,201.42
 \$ 219,138.00
 \$ 7,785,339.42

Reference No. of Document Being Continued

PIIN/SIIN DAAE07-00-C-M021

MOD/AMD P00028

Page 6 of 6

Name of Offeror or Contractor: Z SYSTEMS CORP.

SECTION H - SPECIAL CONTRACT REQUIREMENTS

H-16 Option, BRADLEY FIGHTING VEHICLE SYSTEM (BFVS) AND COMBAT SYSTEMS LOGISTICS DIVISION

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0001 by up to 118,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-2-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-2-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-2-1, but the total hours added to the Contract under the option will not exceed 118,000 hours.

By exercising any portion of the option increment of 118,000 hours, the Government will unilaterally extend the period of performance under CLIN 0001 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised is 2,442. The number of option hours remaining for exercise is 31,304 hours. The number of hours exercised to date is 86,696 (Modification P00026).

H-17 Option, M113, M9ACE, PM BRIDGING

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0002 by up to 102,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-3-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-3-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-3-1, but the total hours added to the Contract under the option will not exceed 102,000 hours.

By exercising any portion of the option increment of 102,000 hours, the Government will unilaterally extend the period of performance under CLIN 0002 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised for this modification is 8,180. The number of option hours remaining for exercise is 49,080 hours. The number of hours exercised to date is 52,920. (Modification P00024).

H-18 Option, HERCULES (M88A2)

Pursuant to FAR 52.217-7, the Government shall have the unilateral right to increase the level of System Technical Support for Total Package Fielding under CLIN 0003 by up to 36,000 hours, at the estimated cost per hour to include fixed fee as established in paragraph B-4-1. The Contracting Officer may exercise the options set forth in this paragraph by giving written notice to the Contractor any time after Contract award through the sixtieth month after award. The performance there under to commence immediately upon the issuance of Work Directives corresponding to the increased hours. The CPFF hourly rate established in paragraph B-4-1 for that specific time period shall apply. The option may be exercised in any increment over the time period listed in paragraph B-4-1, but the total hours added to the Contract under the option will not exceed 36,000 hours.

By exercising any portion of the option increment of 36,000 hours, the Government will unilaterally extend the period of performance under CLIN 0003 to allow completion of this effort. The individual Work Directive will also reflect this extension. Any options exercised during the effective period of this contract and not completed within that time period, shall be completed by the contractor within the time specified in the work directive. The contract shall govern the Contractor's and the Government's rights and obligations with respect to that option to the same extent as if the option were completed during the contract's effective period; provided that the Contractor's performance shall not exceed 12 months after the option is exercised.

The number of option hours exercised is 4,792. The number of option hours remaining for exercise is 18,192 hours. The number of hours exercised to date is 17,808 (Modification P00028).